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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

WILLINGHAM FOUNDATION (30-01-100-3048824)

A Employer identification number

75-6035231

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

C/O BANK OF AMERICA, N.A. P.O. BOX 831041

(800) 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line

16) ▶ \$ 2,345,422.

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	54,996.	54,996.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	6,000.			
b Gross sales price for all assets on line 6a	414,374.			
7 Capital gain net income (from Part IV, line 2)		6,000.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	17,029.	17,029.		STMT 4
12 Total. Add lines 1 through 11	78,025.	78,025.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 5	300.	NONE	NONE	300.
b Accounting fees (attach schedule) STMT 6	1,500.	NONE	NONE	1,500.
c Other professional fees (attach schedule) STMT 7	14,368.	14,368.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	795.	633.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 9	3,349.	3,349.		
24 Total operating and administrative expenses. Add lines 13 through 23	20,312.	18,350.	NONE	1,800.
25 Contributions, gifts, grants paid	169,000.			169,000.
26 Total expenses and disbursements. Add lines 24 and 25	189,312.	18,350.	NONE	170,800.
27 Subtract line 26 from line 12	-111,287.			
a Excess of revenue over expenses and disbursements		59,675.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	30,350.	81,681.	81,681.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	52,447.	* 26,080. 26,080.	STMT 10 26,080.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	524,937.	558,045.	740,893.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	51,951. 51,951.		62,780.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,401,426.	1,232,108.	1,376,100.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	2.	1.	57,888.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,061,113.	1,949,866.	2,345,422.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,061,113.	1,949,866.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	2,061,113.	1,949,866.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,061,113.	1,949,866.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,061,113.
2	Enter amount from Part I, line 27a	2	-111,287.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	915.
4	Add lines 1, 2, and 3	4	1,950,741.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	875.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,949,866.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	6,000.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	151,262.	1,945,263.	0.07775915133
2008	227,910.	2,459,391.	0.09266928276
2007	186,995.	2,896,892.	0.06455021451
2006	144,290.	2,718,535.	0.05307638121
2005	129,719.	2,398,826.	0.05407603553
2 Total of line 1, column (d)			2 0.34213106534
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.06842621307
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,156,147.
5 Multiply line 4 by line 3			5 147,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 597.
7 Add lines 5 and 6			7 148,134.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 170,800.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	597.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	597.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	597.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	440.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	440.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	157.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ _____ (2) On foundation managers: \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 13		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of BANK OF AMERICA, N.A. Telephone no. (214) 209-6477 Located at 901 MAIN ST., FL 19, DALLAS, TX ZIP + 4 75202-3714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? <input type="checkbox"/>	4b	X

Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,058,688.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	130,294.
d	Total (add lines 1a, b, and c)	1d	2,188,982.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,188,982.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	32,835.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,156,147.
6	Minimum investment return. Enter 5% of line 5	6	107,807.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	107,807.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	597.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	597.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107,210.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	107,210.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	107,210.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	170,800.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	170,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	597.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	170,203.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				107,210.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	71,587.			
e From 2009	54,875.			
f Total of lines 3a through e	126,462.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 170,800.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				107,210.
e Remaining amount distributed out of corpus	63,590.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	190,052.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	190,052.			
10 Analysis of line 9.				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	71,587.			
d Excess from 2009	54,875.			
e Excess from 2010	63,590.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 16

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 24				
Total			▶ 3a	169,000.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated.

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--------------|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee C HAROLD WILLINGHAM

Date: _____

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN	
------	--

DONNA HEDGPETH-JURICA

Donna Hedegren-Jern

4-19-11

Check ☐ if self-employed

P01240043

Firm's name ► BANK OF AMERICA, N.A.

Firm's EIN ▶	94-1687665
--------------	------------

Firm's address ► P.O. BOX 831041
DALLAS, TX

75283-1041

Phone no 800-357-7094

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					10.	
256.00		10. AT&T INC PROPERTY TYPE: SECURITIES 263.00				P	04/17/2009	01/28/2010
							-7.00	
174.00		7. AT&T INC PROPERTY TYPE: SECURITIES 184.00				P	04/17/2009	03/04/2010
							-10.00	
1,244.00		50. AT&T INC PROPERTY TYPE: SECURITIES 1,272.00				P	04/08/2009	03/04/2010
							-28.00	
3,308.00		133. AT&T INC PROPERTY TYPE: SECURITIES 3,342.00				P	01/12/2006	03/04/2010
							-34.00	
124.00		5. AT&T INC PROPERTY TYPE: SECURITIES 126.00				P	01/12/2006	06/03/2010
							-2.00	
248.00		5. ABBOTT LABS PROPERTY TYPE: SECURITIES 271.00				P	03/04/2010	08/19/2010
							-23.00	
2,772.00		85. ADOBE SYS INC PROPERTY TYPE: SECURITIES 1,463.00				P	02/26/2009	01/28/2010
							1,309.00	
3,209.00		98. ADOBE SYS INC PROPERTY TYPE: SECURITIES 1,687.00				P	02/26/2009	06/03/2010
							1,522.00	
3,461.00		65. AMGEN INC PROPERTY TYPE: SECURITIES 3,504.00				P	12/02/2010	12/09/2010
							-43.00	
6,435.00		157. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 6,410.00				P	10/15/2009	06/04/2010
							25.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
205.00		5. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 200.00				P	01/28/2010	06/04/2010
							5.00	
65.00		1. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 70.00				P	07/31/2009	03/18/2010
							-5.00	
2,583.00		40. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 2,506.00				P	04/08/2009	03/18/2010
							77.00	
904.00		14. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 791.00				P	11/17/2009	03/18/2010
							113.00	
2,718.00		42. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 2,372.00				P	11/17/2009	04/21/2010
							346.00	
137.00		5. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES 149.00				P	01/28/2010	08/19/2010
							-12.00	
1,858.00		48. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES 1,203.00				P	07/31/2009	12/09/2010
							655.00	
1,045.00		27. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES 657.00				P	09/25/2009	12/09/2010
							388.00	
4,159.00		57. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 4,491.00				P	11/17/2009	01/28/2010
							-332.00	
2,773.00		38. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 2,987.00				P	11/24/2009	01/28/2010
							-214.00	
1,014.00		12. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 943.00				P	11/24/2009	12/02/2010
							71.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
11,659.00		138. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 9,578.00				P 10/05/2009 2,081.00	12/02/2010
1,913.00		100. CISCO SYS INC PROPERTY TYPE: SECURITIES 2,416.00				P 10/15/2009 -503.00	12/02/2010
2,193.00		35. CLOROX CO PROPERTY TYPE: SECURITIES 2,263.00				P 03/18/2010 -70.00	12/02/2010
4,073.00		65. CLOROX CO PROPERTY TYPE: SECURITIES 3,961.00				P 02/24/2010 112.00	12/02/2010
15,000.00		720.807 COLUMBIA LARGE CAP INDEX FUND CL PROPERTY TYPE: SECURITIES 15,411.00				P 12/29/2003 -411.00	07/19/2010
62.00		6.217 COLUMBIA TOTAL RETURN BOND FUND CL PROPERTY TYPE: SECURITIES 62.00				P 12/29/2003	07/19/2010
34,938.00		3518.456 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 34,798.00				P 03/08/1999 140.00	07/19/2010
7,711.00		978.499 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 9,589.00				P 12/29/2003 -1,878.00	07/19/2010
7,289.00		925.054 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 8,187.00				P 06/05/2002 -898.00	07/19/2010
15,000.00		1172.791 COLUMBIA INTERNATIONAL VALUE FU PROPERTY TYPE: SECURITIES 20,559.00				P 11/23/1999 -5,559.00	07/19/2010
15,000.00		1507.538 COLUMBIA MARSICO INT'L OPPORTUN PROPERTY TYPE: SECURITIES 15,392.00				P 12/29/2003 -392.00	07/19/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
10,000.00		1072.961 COLUMBIA SMALL CAP GROWTH FUND PROPERTY TYPE: SECURITIES 17,521.00				11/23/1999 -7,521.00	07/19/2010
35,000.00		5892.256 COLUMBIA STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 36,430.00				03/08/1999 -1,430.00	07/19/2010
10,000.00		485.201 COLUMBIA MID CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES 11,283.00				01/23/1998 -1,283.00	07/19/2010
609.00		39. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES 640.00				05/01/2009 -31.00	01/28/2010
3,745.00		240. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES 3,379.00				02/26/2009 366.00	01/28/2010
78.00		5. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES 64.00				03/17/2009 14.00	01/28/2010
3,640.00		235. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 4,953.00				02/26/2009 -1,313.00	03/11/2010
77.00		5. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 103.00				03/17/2009 -26.00	03/11/2010
77.00		5. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 101.00				04/17/2009 -24.00	03/11/2010
1,471.00		95. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 1,819.00				05/19/2009 -348.00	03/11/2010
77.00		5. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 90.00				01/28/2010 -13.00	03/11/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
144.00		5. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES 126.00				P	08/06/2009	01/28/2010
							18.00	
2,936.00		85. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES 2,150.00				P	08/06/2009	03/25/2010
							786.00	
1,900.00		55. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES 954.00				P	02/26/2009	03/25/2010
							946.00	
4,465.00		255. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES 3,942.00				P	04/22/2010	10/14/2010
							523.00	
1,751.00		100. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES 1,479.00				P	12/18/2009	10/14/2010
							272.00	
4,153.00		110. DIRECTV CL A COM PROPERTY TYPE: SECURITIES 3,641.00				P	12/18/2009	08/19/2010
							512.00	
169.00		10. E M C CORP MASS PROPERTY TYPE: SECURITIES 128.00				P	04/17/2009	01/28/2010
							41.00	
2,303.00		133. E M C CORP MASS PROPERTY TYPE: SECURITIES 1,707.00				P	04/17/2009	02/24/2010
							596.00	
173.00		10. E M C CORP MASS PROPERTY TYPE: SECURITIES 121.00				P	05/19/2009	02/24/2010
							52.00	
87.00		5. E M C CORP MASS PROPERTY TYPE: SECURITIES 58.00				P	03/20/2009	02/24/2010
							29.00	
208.00		12. E M C CORP MASS PROPERTY TYPE: SECURITIES 134.00				P	02/26/2009	02/24/2010
							74.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
94.00		5. E M C CORP MASS PROPERTY TYPE: SECURITIES 56.00				P	02/26/2009	06/03/2010
							38.00	
2,643.00		120. E M C CORP MASS PROPERTY TYPE: SECURITIES 1,340.00				P	02/26/2009	12/09/2010
							1,303.00	
1,298.00		14. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 895.00				P	03/20/2009	08/19/2010
							403.00	
2,782.00		30. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 1,568.00				P	03/06/2009	08/19/2010
							1,214.00	
1,223.00		25. FPL GROUP INC PROPERTY TYPE: SECURITIES 1,450.00				P	06/02/2009	01/28/2010
							-227.00	
98.00		2. FPL GROUP INC PROPERTY TYPE: SECURITIES 115.00				P	07/31/2009	01/28/2010
							-17.00	
1,713.00		35. FPL GROUP INC PROPERTY TYPE: SECURITIES 1,923.00				P	05/01/2009	01/28/2010
							-210.00	
1,370.00		28. FPL GROUP INC PROPERTY TYPE: SECURITIES 1,473.00				P	04/08/2009	01/28/2010
							-103.00	
94.00		2. FPL GROUP INC PROPERTY TYPE: SECURITIES 105.00				P	04/08/2009	02/24/2010
							-11.00	
2,821.00		60. FPL GROUP INC PROPERTY TYPE: SECURITIES 2,847.00				P	02/26/2009	02/24/2010
							-26.00	
235.00		5. FPL GROUP INC PROPERTY TYPE: SECURITIES 234.00				P	03/17/2009	02/24/2010
							1.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,717.00		24. FLOWERVE CORP PROPERTY TYPE: SECURITIES 2,379.00				P	09/25/2009	12/09/2010
							338.00	
679.00		6. FLOWERVE CORP PROPERTY TYPE: SECURITIES 443.00				P	05/08/2009	12/09/2010
							236.00	
1,347.00		81. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,647.00				P	05/28/1997	12/02/2010
							-300.00	
83.00		5. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 60.00				P	04/17/2009	12/02/2010
							23.00	
2,662.00		160. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,676.00				P	04/08/2009	12/02/2010
							986.00	
83.00		5. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 50.00				P	03/20/2009	12/02/2010
							33.00	
998.00		60. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 581.00				P	03/17/2009	12/02/2010
							417.00	
3,342.00		90. GENERAL MILLS INC PROPERTY TYPE: SECURITIES 3,374.00				P	06/03/2010	10/14/2010
							-32.00	
2,228.00		60. GENERAL MILLS INC PROPERTY TYPE: SECURITIES 2,202.00				P	03/18/2010	10/14/2010
							26.00	
5,941.00		160. GENERAL MILLS INC PROPERTY TYPE: SECURITIES 5,774.00				P	03/11/2010	10/14/2010
							167.00	
368.00		11. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 542.00				P	02/26/2009	08/19/2010
							-174.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
167.00		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 246.00				P	03/11/2009	08/19/2010 -79.00
2,173.00		65. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 2,947.00				P	03/17/2009	08/19/2010 -774.00
167.00		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 220.00				P	04/17/2009	08/19/2010 -53.00
238.00		5. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 155.00				P	01/12/2006	01/28/2010 83.00
583.00		15. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 668.00				P	08/06/2007	01/28/2010 -85.00
2,316.00		39. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 2,536.00				P	11/17/2009	01/28/2010 -220.00
119.00		2. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 118.00				P	07/31/2009	01/28/2010 1.00
10,988.00		185. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 8,828.00				P	02/26/2009	01/28/2010 2,160.00
297.00		5. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 234.00				P	03/20/2009	01/28/2010 63.00
5,037.00		60. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES 3,536.00				P	02/26/2009	12/02/2010 1,501.00
1,540.00		20. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES 1,511.00				P	01/28/2010	02/24/2010 29.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
77.00		1. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES 75.00				P	07/31/2009	02/24/2010
							2.00	
385.00		5. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES 362.00				P	04/08/2009	02/24/2010
							23.00	
4,235.00		55. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES 3,880.00				P	02/26/2009	02/24/2010
							355.00	
1,995.00		80. LOWES COS INC PROPERTY TYPE: SECURITIES 1,757.00				P	01/28/2010	12/02/2010
							238.00	
75.00		3. LOWES COS INC PROPERTY TYPE: SECURITIES 53.00				P	03/20/2009	12/02/2010
							22.00	
125.00		5. LOWES COS INC PROPERTY TYPE: SECURITIES 81.00				P	03/17/2009	12/02/2010
							44.00	
9,350.00		375. LOWES COS INC PROPERTY TYPE: SECURITIES 5,036.00				P	03/06/2009	12/02/2010
							4,314.00	
290.00		10. MICROSOFT CORP PROPERTY TYPE: SECURITIES 442.00				P	07/30/1999	01/28/2010
							-152.00	
213.00		5. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES 239.00				P	09/03/2009	01/28/2010
							-26.00	
5,117.00		118. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES 5,629.00				P	09/03/2009	03/18/2010
							-512.00	
2,819.00		65. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES 2,971.00				P	08/06/2009	03/18/2010
							-152.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,041.00		41. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 3,219.00				P	02/26/2009 -178.00	03/04/2010
2,077.00		28. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 2,157.00				P	11/17/2009 -80.00	03/04/2010
88.00		5. MYLAN LABS INC PROPERTY TYPE: SECURITIES 89.00				P	01/28/2010 -1.00	08/19/2010
186.00		5. NAVISTAR INTL CORP NEW PROPERTY TYPE: SECURITIES 220.00				P	08/06/2009 -34.00	01/28/2010
395.00		5. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 404.00				P	06/03/2010 -9.00	06/07/2010
4,209.00		68. PEPSICO INC PROPERTY TYPE: SECURITIES 4,230.00				P	10/21/2009 -21.00	02/24/2010
1,981.00		32. PEPSICO INC PROPERTY TYPE: SECURITIES 1,945.00				P	10/05/2009 36.00	02/24/2010
2,843.00		45. PEPSICO INC PROPERTY TYPE: SECURITIES 2,735.00				P	10/05/2009 108.00	06/03/2010
93.00		5. PFIZER INC PROPERTY TYPE: SECURITIES 84.00				P	08/26/2009 9.00	01/28/2010
2,863.00		160. PFIZER INC PROPERTY TYPE: SECURITIES 2,679.00				P	08/26/2009 184.00	02/24/2010
3,189.00		185. PFIZER INC PROPERTY TYPE: SECURITIES 3,097.00				P	08/26/2009 92.00	03/04/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,514.00		263. PFIZER INC PROPERTY TYPE: SECURITIES 4,403.00				P 08/26/2009 111.00	03/31/2010
3,553.00		207. PFIZER INC PROPERTY TYPE: SECURITIES 3,137.00				P 05/19/2009 416.00	03/31/2010
4,026.00		241. PFIZER INC PROPERTY TYPE: SECURITIES 3,652.00				P 05/19/2009 374.00	04/21/2010
2,656.00		159. PFIZER INC PROPERTY TYPE: SECURITIES 2,395.00				P 06/19/2009 261.00	04/21/2010
231.00		5. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 190.00				P 04/08/2009 41.00	01/28/2010
3,608.00		44. POLO RALPH LAUREN CORPORATION PROPERTY TYPE: SECURITIES 3,015.00				P 08/06/2009 593.00	01/28/2010
5,356.00		236. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES 5,839.00				P 08/06/2009 -483.00	08/19/2010
113.00		5. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES 116.00				P 01/28/2010 -3.00	08/19/2010
3,013.00		50. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 3,192.00				P 03/18/2010 -179.00	08/19/2010
3,013.00		50. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 3,108.00				P 01/28/2010 -95.00	08/19/2010
5,084.00		148. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES 4,164.00				P 02/26/2009 920.00	08/19/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,832.00		80. STAPLES INC PROPERTY TYPE: SECURITIES 1,901.00				P	01/28/2010	03/04/2010
							-69.00	
1,993.00		87. STAPLES INC PROPERTY TYPE: SECURITIES 1,986.00				P	09/25/2009	03/04/2010
							7.00	
1,328.00		58. STAPLES INC PROPERTY TYPE: SECURITIES 1,229.00				P	04/06/2005	03/04/2010
							99.00	
219.00		10. STAPLES INC PROPERTY TYPE: SECURITIES 212.00				P	04/06/2005	06/03/2010
							7.00	
234.00		5. TJX COS INC NEW PROPERTY TYPE: SECURITIES 215.00				P	03/18/2010	06/03/2010
							19.00	
123.00		5. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES 114.00				P	01/28/2010	08/19/2010
							9.00	
124.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 148.00				P	03/28/2006	01/28/2010
							-24.00	
1,009.00		43. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 901.00				P	09/03/2009	06/03/2010
							108.00	
2,042.00		87. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 1,233.00				P	04/08/2009	06/03/2010
							809.00	
1,760.00		75. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 2,215.00				P	03/28/2006	06/03/2010
							-455.00	
117.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 117.00				P	03/28/2006	06/03/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
128.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 146.00				P	04/01/2006	12/09/2010
							-18.00	
1,052.00		41. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 581.00				P	04/08/2009	12/09/2010
							471.00	
128.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 69.00				P	03/17/2009	12/09/2010
							59.00	
5,771.00		225. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 3,064.00				P	02/26/2009	12/09/2010
							2,707.00	
333.00		5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 294.00				P	02/28/2006	01/28/2010
							39.00	
139.00		5. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 140.00				P	08/06/2009	01/28/2010
							-1.00	
3,447.00		120. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 3,354.00				P	08/06/2009	12/02/2010
							93.00	
5,124.00		148. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 4,073.00				P	02/26/2009	01/28/2010
							1,051.00	
143.00		5. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 127.00				P	06/19/2009	01/28/2010
							16.00	
2,306.00		75. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 1,910.00				P	06/19/2009	04/21/2010
							396.00	
898.00		29. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 739.00				P	06/19/2009	08/19/2010
							159.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
2,478.00		80. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 1,844.00				P	02/26/2009	08/19/2010
							634.00	
155.00		5. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 108.00				P	03/17/2009	08/19/2010
							47.00	
117.00		5. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 86.00				P	09/03/2009	01/28/2010
							31.00	
1,381.00		81. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 1,386.00				P	09/03/2009	08/19/2010
							-5.00	
102.00		6. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 100.00				P	07/31/2009	08/19/2010
							2.00	
222.00		13. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 205.00				P	06/19/2009	08/19/2010
							17.00	
206.00		5. NOBLE CORP COM PROPERTY TYPE: SECURITIES 207.00				P	11/24/2009	01/28/2010
							-1.00	
3,603.00		131. NOBLE CORP COM PROPERTY TYPE: SECURITIES 5,412.00				P	11/24/2009	06/03/2010
							-1,809.00	
TOTAL GAIN (LOSS)					----- 6,000. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	965.	965.
ABBOTT LABS	439.	439.
ALLERGAN INC	24.	24.
AMPHENOL CORP NEW CL A	5.	5.
APACHE CORP	101.	101.
AVON PRODS INC	313.	313.
CELANESE CORP DEL SER A COM	43.	43.
CHEVRONTXACO CORP COM	613.	613.
CLOROX CO	160.	160.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	5,172.	5,172.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	11,087.	11,087.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	3,044.	3,044.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	2,878.	2,878.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	1,940.	1,940.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	19,681.	19,681.
COMCAST CORP NEW CL A COM	27.	27.
DISNEY (WALT) COMPANY	96.	96.
DISCOVER FINL SVCS COM	48.	48.
DOVER CORP	87.	87.
EOG RESOURCES INC	20.	20.
EXELON CORP COM	254.	254.
FPL GROUP INC	34.	34.
FIFTH THIRD BANCORP COM	13.	13.
FLOWERVE CORP	62.	62.
GANNETT INC	47.	47.
GENERAL ELEC CO	131.	131.
GENERAL MILLS INC	228.	228.
GOLDMAN SACHS GROUP INC	130.	130.
HEWLETT PACKARD CO COM	138.	138.
INTERNATIONAL BUSINESS MACHS	348.	348.
J P MORGAN CHASE & CO COM	89.	89.
KIMBERLY CLARK CORP	139.	139.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LOWES COS INC	178.	178.
MCKESSON HBOC INC	82.	82.
MICROSOFT CORP	474.	474.
MOLSON COORS BREWING CO CL B	44.	44.
MONSANTO CO NEW COM	18.	18.
NORDSTROM INC	254.	254.
OCCIDENTAL PETROLEUM CORP	275.	275.
PNC BK CORP	71.	71.
PACKAGING CORP OF AMERICA	142.	142.
PARKER HANNIFIN CORP	165.	165.
PEPSICO INC	297.	297.
PFIZER INC	219.	219.
PHILIP MORRIS INTL INC COM	981.	981.
POLO RALPH LAUREN CORPORATION	4.	4.
PRICE T ROWE GROUP INC COM	162.	162.
PROCTER & GAMBLE CO	402.	402.
PRUDENTIAL FINL INC COM	209.	209.
QEP RES INC COM	7.	7.
QUESTAR CORP COMMON	129.	129.
RIO TINTO PLC SPONSORED ADR	141.	141.
SCHLUMBERGER LTD FOREIGN	20.	20.
SEMPRA ENERGY	243.	243.
STAPLES INC	113.	113.
TJX COS INC NEW	100.	100.
TARGET CORP	94.	94.
TEXAS INSTRS INC	239.	239.
US BANCORP DEL COM NEW	76.	76.
UNITED PARCEL SERVICE CL B	204.	204.
UNITED TECHNOLOGIES CORP	559.	559.
WELLS FARGO COMPANY	112.	112.
YUM BRANDS INC COM	31.	31.
RALPH & GLENNA JACKSON (3RD PTY) \$197,97	184.	184.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	58.	58.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AXIS CAPITAL HOLDINGS LTD COM	104.	104.
NOBLE CORP COM	12.	12.
TYCO INTL LTD NEW F COM	237.	237.
	-----	-----
TOTAL	54,996.	54,996.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS ROYALTY INCOME	12,116.	12,116.
INTEREST - MTG NOTE	4,913.	4,913.
	-----	-----
TOTALS	17,029.	17,029.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
JOHN G PAYNE, PC	300.			300.
TOTALS	300.	NONE	NONE	300.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE- BANK OF AMERICA, N.A.	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK OF AMERICA, N.A.- INVESTMENT ASSET MANAGEMENT FEE	13,286.	13,286.
BOB MATUSH SURVEYING- SURVEYING EXPENSE	1,082.	1,082.
TOTALS	14,368.	14,368.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL EXCISE ESTIMATES	162.	
FOREIGN TAXES ON QUALIFIED FOR	609.	609.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
	-----	-----
TOTALS	795.	633.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
REAL ESTATE EXPENSE:		
TAXES	480.	480.
INSURANCE	404.	404.
OTHER EXPENSES	678.	678.
BANK OF AMERICA, N.A. -		
MTG NOTE ADMIN	842.	842.
O&G EXPENSE:		
BANK MGMT FEE	386.	386.
PRODUCTION TAX	559.	559.
	-----	-----
TOTALS	3,349.	3,349.
	=====	=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

=====

BORROWER:

RALPH & GLENNA JACKSON

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 197,975.

INTEREST RATE: 8.000000

DATE OF NOTE: 04/03/1992

MATURITY DATE: 04/03/2011

BEGINNING BALANCE DUE 52,447.

ENDING BALANCE DUE 26,080.

ENDING FAIR MARKET VALUE 26,080.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 52,447.

=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 26,080.

=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 26,080.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

MUTUAL FUND ADJUSTMENT- 2009

915.

TOTAL

915.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT- 2010	786.
ROC ADJUSTMENT - 2009	86.
NET ROUNDING DIFFERENCE	3.

TOTAL	875.
	=====

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TX

STATEMENT 13

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

C. HAROLD WILLINGHAM

ADDRESS:

6739 E CALLE CADENA
TUCSON, AZ 85715

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOHN G. PAYNE

ADDRESS:

3650 OLD BULLARD RD #100
TYLER, TX 75701

TITLE:

SECRETARY & TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LARRY WILLINGHAM

ADDRESS:

3150 E BEAR CANYON RD
TUSCON, AZ 85749

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NANCY WILLINGHAM

ADDRESS:

6739 E CALLE CADENA
TUCSON, AZ 85715

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

SARA WILLINGHAM BOWYER

ADDRESS:

7518 OLD OAK DR

LITTLE ROCK, AR 72223

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 15

WILLINGHAM FOUNDATION (30-01-100-3048824)
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6035231

RECIPIENT NAME:

TRIP BURNAM - BANK OF AMERICA, N.A.

ADDRESS:

2001 ROSS AVE, SUITE 2700

DALLAS, TX 75201-2916

RECIPIENT'S PHONE NUMBER: 214-754-1230

FORM, INFORMATION AND MATERIALS:

SUBMIT IN WRITING AND INCLUDE INFORMATION AS TO THE USE OF THE FUNDS
SUBMISSION DEADLINES:

MAY 31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SUPPORT AND PROMOTE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND
EDUCATIONAL UNDERTAKINGS, PRINCIPALLY IN SMITH COUNTY, AND EXCLUSIVELY
IN THE STATE OF TEXAS, TO FILL THE NEED WHICH EXISTS IN SUCH FIELDS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AND IS NOT ADEQUATELY PROVIDED FOR BY OTHER REGULAR MEANS.

STATEMENT 16

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

UNIVERSITY OF ARIZONA FOUNDATION

ADDRESS:

MC KALE CENTER, ROOM 246

TUCSON, AZ 85721

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MERCY SHIPS INTERNATIONAL

ADDRESS:

P.O. BOX 2020

GARDEN VALLEY, TX 75771

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ORTHOPAEDIC OUTREACH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DALLAS THEOLOGICAL SEMINARY
FOUNDATION

ADDRESS:

3909 SWISS AVE

DALLAS, TX 75704

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

STATEMENT 17

WILLINGHAM FOUNDATION (30-01-100-3048824) 75-6035231
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
FOURTH PARTNER FOUNDATION
ADDRESS:
601 SHELLEY DR, SUITE 201
TYLER, TX 75701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
EAST TEXAS MEDICAL CENTER
FOUNDATION
ADDRESS:
P.O. BOX 6400
TYLER, TX 75711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NATIONAL DOCTOR'S DAY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
PARENT SERVICES CENTER, INC.
ADDRESS:
P.O. BOX 6807
TYLER, TX 75711-6807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
MAKE-A-WISH FOUNDATION OF
NORTH TEXAS
ADDRESS:
102 N COLLEGE
TYLER, TX 75702
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ENRICHMENT OF CHILDREN'S LIVES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
ROCKIN' C RANCH
ADDRESS:
5300 CR 325
LINDALE, TX 75771
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TYLER DAY NURSERY ASSOCIATION
ADDRESS:
2901 W GENTRY PKWY
TYLER, TX 75702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,000.

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

BAYLOR COLLEGE OF MEDICINE

ADDRESS:

ONE BAYLOR PLAZA, RM 171A
HOUSTON, TX 75710

RELATIONSHIP:

ONE

PURPOSE OF GRANT:

SUPPORT ALUMNI SCHOLARSHIP FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

AMERICAN DIABETES ASSOCIATION

ADDRESS:

1702 N BEAUREGARD ST
ALEXANDRIA, VA 22311

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SABINO HIGH SCHOOL

ADDRESS:

3150 N BEAR CANYON RD
TUCSON, AZ 85749

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION TO WRESTLING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

EXEMPT - SCHOOL

AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BRECKENRIDGE VILLAGE OF
TYLER

ADDRESS:

15062 CR 1145
TYLER, TX 75704

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

YOUNG LIFE OF CENTRAL
ARKANSAS

ADDRESS:

P.O. BOX 26066
LITTLE ROCK, AR 72221-6066

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

EMILYANN THEATRE, INC.

ADDRESS:

P. O. BOX 801
WIMBERLY, TX 78676

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CARTER BLOODCARE FOUNDATION

ADDRESS:

815 S BAXTER AVE

TYLER, TX 75701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT STEWART REGIONAL BLOOD CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHILD EVANGELISM FELLOWSHIP
OF SMITH COUNTY, TEXAS

ADDRESS:

P.O. BOX 9313

TYLER, TX 75711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

EAGLE PROJECTS INTERNATIONAL,
INC.

ADDRESS:

P.O. BOX 100

DOVER-FOXCROFT, ME 04426-0100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BETHESDA HEALTH CLINIC

ADDRESS:

P.O. BOX 1999

TYLER, TX 75710

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ALZHEIMER'S ALLIANCE OF SMITH
COUNTY

ADDRESS:

211 WINCHESTER

TYLER, TX 75701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

EAST TEXAS CHILD ADVOCATES

ADDRESS:

P.O. BOX 3836

LONGVIEW, TX 75606

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,000.

STATEMENT 23

WILLINGHAM FOUNDATION (30-01-100-3048824)

75-6035231

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

YMCA OF TYLER

ADDRESS:

225 S VINE AVE

TYLER, TX 75102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

TUCSON MEDICAL CENTER

FOUNDATION

ADDRESS:

5301 E GRANT RD

TUCSON, AZ 85712

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID:

169,000.

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STATEMENT 24

WILLINGHAM FOUNDATION (30-01-100-3048824)
75-6035231
Balance Sheet
12/31/2010

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	522.000	12,916.38	15,336.36
002824100	ABBOTT LABS	303.000	15,724.23	14,516.73
00971T101	AKAMAI TECHNOLOGIES INC	150.000	6,394.12	7,057.50
018490102	ALLERGAN INC	235.000	15,366.72	16,137.45
02076X102	ALPHA NAT RES INC	165.000	6,651.52	9,904.95
023135106	AMAZON COM INC	80.000	9,925.99	14,400.00
029912201	AMERICAN TOWER CORP	120.000	5,150.44	6,196.80
031162100	AMGEN INC	134.000	3,166.81	7,356.60
037411105	APACHE CORP	168.000	9,151.19	20,030.64
037833100	APPLE INC	85.000	17,280.41	27,417.60
052800109	AUTOLIV INC	125.000	9,790.63	9,867.50
054303102	AVON PRODS INC	453.000	9,723.18	13,164.18
150870103	CELANESE CORP DEL	163.000	3,968.81	6,710.71
151020104	CELGENE CORP	50.000	2,854.05	2,957.00
166764100	CHEVRON CORP	66.000	4,581.02	6,022.50
17275R102	CISCO SYS INC	356.000	8,026.02	7,201.88
19765H321	COLUMBIA LARGE CAP INDEX FUND	12,577.365	210,269.91	305,504.20
19765H453	COLUMBIA TOTAL RETURN BOND FUND	24,338.011	235,922.47	243,136.73
19765H495	COLUMBIA HIGH INCOME FUND	4,385.680	38,813.27	35,260.87
19765H586	COLUMBIA INTERNATIONAL VALUE	5,444.437	95,440.97	76,875.45
19765H636	COLUMBIA MARSICO INTERNATIONAL	8,623.634	88,047.31	103,311.14
19765J723	COLUMBIA SMALL CAP GROWTH FUND	5,964.132	92,899.27	72,344.92
19765L694	COLUMBIA STRATEGIC INCOME FUND	44,545.694	273,201.29	264,155.97
19765P232	COLUMBIA MID CAP GROWTH FUND	10,345.868	197,512.87	275,510.46
254687106	DISNEY WALT CO	215.000	5,434.16	8,064.65
254709108	DISCOVER FINL SVCS	500.000	7,196.44	9,265.00
260003108	DOVER CORP	81.000	3,275.47	4,734.45
268648102	EMC CORP	658.000	7,331.54	15,068.20
30161N101	EXELON CORP	121.000	5,548.55	5,038.44
316773100	FIFTH THIRD BANCORP	735.000	9,318.54	10,789.80
34354P105	FLOWERVE CORP	24.000	1,770.50	2,861.28
364730101	GANNETT INC	745.000	11,454.91	11,242.05
38141G104	GOLDMAN SACHS GROUP INC	93.000	8,424.64	15,638.88
38259P508	GOOGLE INC	10.000	5,819.11	5,939.70
428236103	HEWLETT PACKARD CO	344.000	10,629.35	14,482.40
45865V100	INTERCONTINENTAL EXCHANGE INC	60.000	6,768.44	7,149.00
459200101	INTERNATIONAL BUSINESS MACHS	139.000	11,644.63	20,399.64
46625H100	J P MORGAN CHASE & CO	440.000	13,089.57	18,664.80
50540R409	LABORATORY CORP AMER HLDGS	59.000	3,477.31	5,187.28
58155Q103	MCKESSON CORP	137.000	6,976.16	9,642.06
58405U102	MEDCO HLTH SOLUTIONS INC	131.000	7,652.59	8,026.37
594918104	MICROSOFT CORP	862.000	26,303.20	24,058.42
626717102	MURPHY OIL CORP	80.000	5,643.70	5,964.00
628530107	MYLAN INC	560.000	8,573.58	11,832.80
63934E108	NAVISTAR INTL CORP NEW	108.000	4,413.13	6,254.28
655664100	NORDSTROM INC	334.000	8,130.12	14,154.92
674599105	OCCIDENTAL PETE CORP DEL	205.000	11,315.37	20,110.50
675232102	OCEANEERING INTL INC	50.000	3,663.75	3,681.50
693475105	PNC FINL SVCS GROUP INC	178.000	5,575.07	10,808.16
695156109	PACKAGING CORP AMER	253.000	3,948.85	6,537.52

WILLINGHAM FOUNDATION (30-01-100-3048824)
75-6035231
Balance Sheet
12/31/2010

Cusip	Asset	Units	Basis	Market Value
701094104	PARKER HANNIFIN CORP	154.000	7,300.32	13,290.20
713448108	PEPSICO INC	102.000	6,006.82	6,663.66
718172109	PHILIP MORRIS INTL INC	411.000	14,752.73	24,055.83
74144T108	PRICE T ROWE GROUP INC	270.000	14,226.48	17,425.80
742718109	PROCTER & GAMBLE CO	350.000	21,802.83	22,515.50
744320102	PRUDENTIAL FINL INC	222.000	11,357.45	13,033.62
74733V100	QEP RES INC	295.000	9,296.72	10,711.45
748356102	QUESTAR CORP	460.000	7,237.55	8,008.60
767204100	RIO TINTO PLC	226.000	11,631.70	16,195.16
806857108	SCHLUMBERGER LTD	140.000	9,041.38	11,690.00
816851109	SEMPRA ENERGY	156.000	7,669.85	8,186.88
855030102	STAPLES INC	282.000	5,248.25	6,421.14
872540109	TJX COS INC NEW	220.000	9,160.18	9,765.80
87612E106	TARGET CORP	185.000	9,579.47	11,124.05
882508104	TEXAS INSTRS INC	488.000	7,606.51	15,860.00
883556102	THERMO FISHER SCIENTIFIC CORP	192.000	7,576.47	10,629.12
911312106	UNITED PARCEL SVC INC	227.000	14,316.04	16,475.66
913017109	UNITED TECHNOLOGIES CORP	329.000	13,429.80	25,898.88
949746101	WELLS FARGO & CO	556.000	14,586.22	17,230.44
G6359F103	NABORS INDS INC	184.000	2,904.00	4,316.64
H89128104	TYCO INTL LTD	278.000	9,263.69	11,520.32
990107583	TWO TRACTS OF VACANT LAND	33.330	1,666.66	2,166.45
990107617	SMITH CO., TX LOT 8, BLK 1082	33.333	8,633.34	27,363.06
990112013	LOT 13 BLOCK 3 WILLINGHAM	33.333	11,501.00	3,099.97
990118200	CHEROKEE CO , TX 15.075 ACRES	100.000	30,150.00	30,150.00
990304180	MTG NOTE - RALPH & GLENNA JACKSON 8.00% 04/03/11	100.000	26,080.18	26,080.18
903048824	OIL GAS OR OTHER MINERALS	1.000	1.00	57,888.00
	Cash/Cash Equivalent	81,681.460	81,681.46	81,681.46
	Totals.		<u>1,949,865.66</u>	<u>2,345,422.11</u>